



NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF UTKARSH SMALL FINANCE BANK LIMITED (THE "BANK") IS SCHEDULED TO BE HELD ON AUGUST 31, 2017, AT 4:00 P.M. AT REGISTERED OFFICE -S-24/1-2, FIRST FLOOR MAHAVIR NAGAR ORDERLY BAZAR NEAR MAHAVIR MANDIR VARANASI, TO INTER ALIA, CONSIDER AND TRANSACT THE FOLLOWING BUSINESS AS UNDER:

SPECIAL BUSINESS:

Approval for Increase in Authorized Share Capital of the Bank from Rs. 330 Crore to Rs. 450 Crore and consequential amendment in the Memorandum of Association of the Bank

To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as Special Resolution(s):

"RESOLVED THAT pursuant to the provisions of sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the rules made thereunder, to the extent notified and in effect and subject to the approval of the Reserve Bank of India or other regulatory approval(s), if any, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Bank from existing INR 3,30,00,00,000/- (Indian Rupees Three Hundred Thirty Crore only) divided into 33,00,00,000 (Thirty Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten only) to INR INR 4,50,00,00,000/- (Indian Four Hundred Fifty Core only) divided into 45,00,00,000 (Forty-Five Crore Only) Equity Shares of INR 10/- (Indian Rupees Ten only) each.

"RESOLVED FURTHER THAT, Mr. Govind Singh, MD & CEO or Mr. Abhisheka Kumar, CFO or Mr Anang Kumar Shandilya, Company Secretary be and are hereby severally authorised to do all such acts, deeds, things and matters which are necessary to give effect to the above resolution including but not restricted to filing of required forms with the Ministry of Corporate Affairs / Registrar of Companies."

The Members is further requested to consider alteration in the existing Memorandum of Association of the Bank to amend the existing Clause V of the Memorandum of Association of the Bank.

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, as amended, read with the rules made thereunder, to the extent notified in effect and subject to the approval of the Reserve Bank of India or other regulatory



Registered & Corporate Office:

approval(s), if any, the consent of the members be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

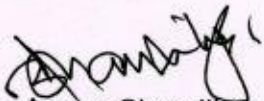
V "The Authorized Share Capital of the Company is Rs. 450,00,00,000/- (Rupees Four Hundred Fifty Crore only) divided into 45,00,00,000 (Forty-Five Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each"

"RESOLVED FURTHER THAT, Mr. Govind Singh, MD & CEO or Mr. Abhisheka Kumar, CFO or Mr. Anang Shandilya, Company Secretary be and are hereby severally authorized to do all such acts, deeds, things and matters which are necessary to give effect to the above resolution including but not restricted to filing of required forms with the Ministry of Corporate Affairs / Registrar of Companies."

NOTES:-

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be the member of the company. Proxy in order to be effective must be deposited with the company at least 48 hours before the time of the meeting.
2. The Register of Members will not remain closed.
3. The explanatory statement relating to special business mentioned in the Notice as required pursuant to section 101(2) of the Companies Act, 2013 is annexed to the Notice.

By Order of the Board
for Utkarsh Small Finance Bank Limited.


Anang Shandilya
Company Secretary

Date: 30.08.2017
Place: Mumbai



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution at Item No. 1

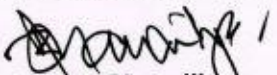
The existing authorized capital of the Bank is INR 3,30,00,00,000/- (Indian Rupees Three Hundred Thirty Crore only) divided into 33,00,00,000 (Thirty Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten only) each and as against this capital, the Bank has already issued and paid up Equity Shares amounting to INR 3,00,05,00,000/- (Indian Rupees Three Hundred Crore Five Lakhs only), divided into 30,00,50,000 (Thirty Crore Fifty Thousand Only) Equity Shares of INR 10/- (Indian Rupees Ten only) each.

Since the bank is at nascent stage, there is a need to have strong equity base in view of the proposed write offs because of demonetization and it has been proposed to increase the paid up capital of the Bank by offer and issue of equity shares on rights basis.

The present Authorized Capital of the Bank is not sufficient to cater to the foregoing requirement. It is proposed to increase the authorized share capital of the Bank from INR 3,30,00,00,000/- (Indian Rupees Three Hundred Thirty Crore only) divided into 33,00,00,000 (Thirty Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten only) each to INR 4,50,00,00,000/- (Indian Four Hundred Fifty Core only) divided into 45,00,00,000 (Forty Five Crore Only) Equity Shares of INR 10/- (Indian Rupees Ten only) each by an addition of 12,00,00,000 Equity Share of INR 10/- (Indian Rupees Ten only).

None of the Directors, Key Managerial Personnel (KMP), relative of the directors were interested in the above resolution.

For Utkarsh Small Finance Bank Limited


Anang Shandilya
Company Secretary

Date - 30-08-2017

Place - Mumbai

